



OFFICERS

OTHERS

Allen A. Kessler CPA

DIRECTORS OR TRUSTEES

Jack Shapiro MD
Robert Rubin DPM
Myra Gamble

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)
Robert Rubin
(Printed Name)
3.
Treasurer
(Title)

Yes[X] No[]

(Notary Public Signature)

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
NONE						
0599999 Accident and health premiums due and unpaid (Page 2, Line 13)						

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed	225,321					225,321
0199999 Subtotal - Pharmaceutical Rebate Receivables	225,321					225,321
0299998 Claim Overpayment Receivables - Not Individually Listed						
0299999 Subtotal - Claim Overpayment Receivables						
0399998 Loans and Advances to Providers - Not Individually Listed						
0399999 Subtotal - Loans and Advances to Providers						
0499998 Capitation Arrangements Receivables - Not Individually Listed						
0499999 Subtotal - Capitation Arrangements Receivables						
0599998 Risk Sharing Receivables - Not Individually Listed						
0599999 Subtotal - Risk Sharing Receivables						
0699998 Other Receivables - Not Individually Listed	5,213					5,213
0699999 Subtotal - Other Receivables	5,213					5,213
0799999 Gross health care receivables	230,534					230,534

EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
0299999 Aggregate Accounts Not Individually Listed - Uncovered .....	.....	.....	.....	.....	.....	.....
0399999 Aggregate Accounts Not Individually Listed - Covered .....	.... 17,522,513	.....	.....	.....	.....	.... 17,522,513
0499999 Subtotals .....	.... 17,522,513	.....	.....	.....	.....	.... 17,522,513
0599999 Unreported claims and other claim reserves .....						.....
0699999 Total Amounts Withheld .....						.....
0799999 Total Claims Unpaid .....						.... 17,522,513
0899999 Accrued Medical Incentive Pool and Bonus Amounts .....						..... 1,083,555

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
0299999 Receivables not individually listed	21,327					21,327	
0399999 Total gross amounts receivable	21,327					21,327	

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
	<div>NONE</div>			
0399999 Total gross payables .....	..... X X X .....	.....	.....	.....

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

		1	2	3	4	5	6
Payment Method		Direct Medical Expense Payment	Column 1 as a % of Total Payments	Total Members Covered	Column 3 as a % of Total Members	Column 1 Expenses Paid to Affiliated Providers	Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:							
1.	Medical groups	15,843,499	11.033	48,251	74.823	2,728,497	13,115,002
2.	Intermediaries						
3.	All other providers	27,845,081	19.390				27,845,081
4.	Total capitation payments	43,688,580	30.423	48,251	74.823	2,728,497	40,960,083
Other Payments:							
5.	Fee-for-service	9,789,270	6.817	X X X	X X X		9,789,270
6.	Contractual fee payments	88,288,477	61.481	X X X	X X X	1,247,766	87,040,711
7.	Bonus/withhold arrangements - fee-for-service			X X X	X X X		
8.	Bonus/withhold arrangements - contractual fee payments	1,836,176	1.279	X X X	X X X	226,660	1,609,516
9.	Non-contingent salaries			X X X	X X X		
10.	Aggregate cost arrangements			X X X	X X X		
11.	All other payments			X X X	X X X		
12.	Total other payments	99,913,923	69.577	X X X	X X X	1,474,426	98,439,497
13.	Total (Line 4 plus Line 12)	143,602,503	100.000	X X X	X X X	4,202,923	139,399,580

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1	2	3	4	5	6
NAIC Code	Name of Intermediary	Capitation Paid	Average Monthly Capitation	Intermediary's Total Adjusted Capital	Intermediary's Authorized Control Level RBC
NONE					
9999999			X X X	X X X	X X X

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

		1	2	3	4	5	6
Description		Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1.	Administrative furniture and equipment	134,331	5,000	113,018		26,313	
2.	Medical furniture, equipment and fixtures						
3.	Pharmaceuticals and surgical supplies						
4.	Durable medical equipment						
5.	Other property and equipment	1,886,481	16,941	1,662,847		240,576	
6.	Total	2,020,812	21,941	1,775,865		266,889	



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: Midwest Health Plan, Inc. 2. LOCATION:
BUSINESS IN THE STATE OF MICHIGAN DURING THE YEAR

NAIC Group Code 0000

NAIC Company Code 95814

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	59,381							137	59,244	
2. First Quarter	63,198							132	63,066	
3. Second Quarter	64,341							145	64,196	
4. Third Quarter	63,855							192	63,663	
5. Current Year	64,487							244	64,243	
6. Current Year Member Months	763,807							2,032	761,775	
Total Member Ambulatory Encounters for Year:										
7. Physician	332,080							1,610	330,470	
8. Non-Physician	203,493							1,066	202,427	
9. Total	535,573							2,676	532,897	
10. Hospital Patient Days Incurred	26,377							321	26,056	
11. Number of Inpatient Admissions	5,925							54	5,871	
12. Health Premiums Written (b)	176,195,343							2,386,726	173,808,617	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	176,195,343							2,386,726	173,808,617	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	143,602,502							1,659,263	141,943,239	
18. Amount Incurred for Provision of Health Care Services	149,311,606							1,543,736	147,767,870	

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....0



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. LOCATION:
NAIC Group Code 0000 BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR NAIC Company Code 95814

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	59,381							137	59,244	
2. First Quarter	63,198							132	63,066	
3. Second Quarter	64,341							145	64,196	
4. Third Quarter	63,855							192	63,663	
5. Current Year	64,487							244	64,243	
6. Current Year Member Months	763,807							2,032	761,775	
Total Member Ambulatory Encounters for Year:										
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13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	176,195,343							2,386,726	173,808,617	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	143,602,502							1,659,263	141,943,239	
18. Amount Incurred for Provision of Health Care Services	149,311,606							1,543,736	147,767,870	

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....0

30 Grand Total

SCHEDULE A - VERIFICATION BETWEEN YEARS
Real Estate

1.	Book/adjusted carrying value, December 31, prior year	
2.	Increase (decrease) by adjustment:	
2.1	Totals, Part 1, Column 11	
2.2	Totals, Part 3, Column 8	
3.	Cost of acquired, (Totals, Part 2, Column 6, net of encumbrances (Column 7) and net of additions and permanent improvements (Column 9))	
4.	Cost of additions and permanent improvements:	
4.1	Totals, Part 1, Column 14	
4.2	Totals, Part 3, Column 10	
5.	Total profit (loss) on sales, Part 3, Column 15	
6.	Increase (decrease) by foreign exchange adjustment	
6.1	Totals, Part 1, Column 12	
6.2	Totals, Part 3, Column 9	
7.	Amounts received on sales, Part 3, Column 12 and Part 1, Column 13	
8.	Book/adjusted carrying value at the end of current period	
9.	Total valuation allowance	
10.	Subtotal (Lines 8 plus 9)	
11.	Total nonadmitted amounts	
12.	Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	

SCHEDULE B - VERIFICATION BETWEEN YEARS
Mortgage Loans

1.	Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year	
2.	Amount loaned during year:	
2.1	Actual cost at time of acquisitions	
2.2	Additional investment made after acquisitions	
3.	Accrual of discount and mortgage interest points and commitment fees	
4.	Increase (decrease) by adjustment	
5.	Total profit (loss) on sale	
6.	Amounts paid on account or in full during the year	
7.	Amortization of premium	
8.	Increase (decrease) by foreign exchange adjustment	
9.	Book value/recorded investment excluding accrued interest on mortgages owned at end of current period	
10.	Total valuation allowance	
11.	Subtotal (Lines 9 plus 10)	
12.	Total nonadmitted amounts	
13.	Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)	

SCHEDULE BA - VERIFICATION BETWEEN YEARS
Long-Term Invested Assets

1.	Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year	
2.	Cost of acquisitions during year:	
2.1	Actual cost at time of acquisitions	
2.2	Additional investment made after acquisitions	
3.	Accrual of discount	
4.	Increase (decrease) by adjustment	
5.	Total profit (loss) on sale	
6.	Amounts paid on account or in full during the year	
7.	Amortization of premium	
8.	Increase (decrease) by foreign exchange adjustment	
9.	Book/adjusted carrying value of long-term invested assets at end of current period	
10.	Total valuation allowance	
11.	Subtotal (Lines 9 plus 10)	
12.	Total nonadmitted amounts	
13.	Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)	

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1.	U.S. Governments, Schedules D & DA (Group 1)											
1.1	Class 1		1,019,995				1,019,995	3.25	1,005,792	4.74	1,019,995	
1.2	Class 2											
1.3	Class 3											
1.4	Class 4											
1.5	Class 5											
1.6	Class 6											
1.7	TOTALS		1,019,995				1,019,995	3.25	1,005,792	4.74	1,019,995	
2.	All Other Governments, Schedules D & DA (Group 2)											
2.1	Class 1											
2.2	Class 2											
2.3	Class 3											
2.4	Class 4											
2.5	Class 5											
2.6	Class 6											
2.7	TOTALS											
3.	States, Territories and Possessions etc., Guaranteed, Schedules D & DA (Group 3)											
3.1	Class 1											
3.2	Class 2											
3.3	Class 3											
3.4	Class 4											
3.5	Class 5											
3.6	Class 6											
3.7	TOTALS											
4.	Political Subdivisions of States, Territories & Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1	Class 1											
4.2	Class 2											
4.3	Class 3											
4.4	Class 4											
4.5	Class 5											
4.6	Class 6											
4.7	TOTALS											
5.	Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, Schedules D & DA (Group 5)											
5.1	Class 1											
5.2	Class 2											
5.3	Class 3											
5.4	Class 4											
5.5	Class 5											
5.6	Class 6											
5.7	TOTALS											

SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6.	Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1	Class 1											
6.2	Class 2											
6.3	Class 3											
6.4	Class 4											
6.5	Class 5											
6.6	Class 6											
6.7	TOTALS											
7.	Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1	Class 1	30,382,863					30,382,863	96.75	20,213,841	95.26	30,382,863	
7.2	Class 2											
7.3	Class 3											
7.4	Class 4											
7.5	Class 5											
7.6	Class 6											
7.7	TOTALS	30,382,863					30,382,863	96.75	20,213,841	95.26	30,382,863	
8.	Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1	Class 1											
8.2	Class 2											
8.3	Class 3											
8.4	Class 4											
8.5	Class 5											
8.6	Class 6											
8.7	TOTALS											
9.	Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1	Class 1											
9.2	Class 2											
9.3	Class 3											
9.4	Class 4											
9.5	Class 5											
9.6	Class 6											
9.7	TOTALS											

SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
10. Total Bonds Current Year											
10.1 Class 1	30,382,863	1,019,995				31,402,858	100.00	X X X	X X X	31,402,858	
10.2 Class 2								X X X	X X X		
10.3 Class 3								X X X	X X X		
10.4 Class 4								X X X	X X X		
10.5 Class 5						(c)		X X X	X X X		
10.6 Class 6						(c)		X X X	X X X		
10.7 TOTALS	30,382,863	1,019,995				(b) 31,402,858	100.00	X X X	X X X	31,402,858	
10.8 Line 10.7 as a % of Column 6	96.75	3.25				100.00	X X X	X X X	X X X	100.00	
11. Total Bonds Prior Year											
11.1 Class 1	20,213,841	1,005,792				X X X	X X X	21,219,633	100.00	21,219,633	
11.2 Class 2						X X X	X X X				
11.3 Class 3						X X X	X X X				
11.4 Class 4						X X X	X X X				
11.5 Class 5						X X X	X X X	(c)			
11.6 Class 6						X X X	X X X	(c)			
11.7 TOTALS	20,213,841	1,005,792				X X X	X X X	(b) 21,219,633	100.00	21,219,633	
11.8 Line 11.7 as a % of Col. 8	95.26	4.74				X X X	X X X	100.00	X X X	100.00	
12. Total Publicly Traded Bonds											
12.1 Class 1	30,382,863	1,019,995				31,402,858	100.00	21,219,633	100.00	31,402,858	X X X
12.2 Class 2											X X X
12.3 Class 3											X X X
12.4 Class 4											X X X
12.5 Class 5											X X X
12.6 Class 6											X X X
12.7 TOTALS	30,382,863	1,019,995				31,402,858	100.00	21,219,633	100.00	31,402,858	X X X
12.8 Line 12.7 as a % of Col. 6	96.75	3.25				100.00	X X X	X X X	X X X	100.00	X X X
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	96.75	3.25				100.00	X X X	X X X	X X X	100.00	X X X
13. Total Privately Placed Bonds											
13.1 Class 1										X X X	
13.2 Class 2										X X X	
13.3 Class 3										X X X	
13.4 Class 4										X X X	
13.5 Class 5										X X X	
13.6 Class 6										X X X	
13.7 TOTALS										X X X	
13.8 Line 13.7 as a % of Col. 6							X X X	X X X	X X X	X X X	
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10							X X X	X X X	X X X	X X X	

(a) Includes \$.....0 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.
(b) Includes \$.....0 current year, \$.....0 prior year of bonds with Z designations and \$.....0 current year, \$.....0 prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.
(c) Includes \$.....0 current year, \$.....0 prior year of bonds with 5* designations and \$.....0 current year, \$.....0 prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1.	U.S. Governments, Schedules D & DA (Group 1)											
1.1	Issuer Obligations		1,019,995				1,019,995	3.25	1,005,792	4.74	1,019,995	
1.2	Single Class Mortgage-Backed/Asset-Backed Securities											
1.7	TOTALS		1,019,995				1,019,995	3.25	1,005,792	4.74	1,019,995	
2.	All Other Governments, Schedules D & DA (Group 2)											
2.1	Issuer Obligations											
2.2	Single Class Mortgage-Backed/Asset-Backed Securities											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
2.3	Defined											
2.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
2.5	Defined											
2.6	Other											
2.7	TOTALS											
3.	States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 3)											
3.1	Issuer Obligations											
3.2	Single Class Mortgage-Backed/Asset-Backed Securities											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
3.3	Defined											
3.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
3.5	Defined											
3.6	Other											
3.7	TOTALS											
4.	Political Subdivisions of States, Territories & Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1	Issuer Obligations											
4.2	Single Class Mortgage-Backed/Asset-Backed Securities											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
4.3	Defined											
4.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
4.5	Defined											
4.6	Other											
4.7	TOTALS											
5.	Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, SCH. D & DA (Group 5)											
5.1	Issuer Obligations											
5.2	Single Class Mortgage-Backed/Asset-Backed Securities											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
5.3	Defined											
5.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
5.5	Defined											
5.6	Other											
5.7	TOTALS											

SCHEDULE D - PART 1A - SECTION 2 (Continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Type and Subtype of Issues

	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
Distribution by Type											
6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1 Issuer Obligations											
6.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
6.3 Defined											
6.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
6.5 Defined											
6.6 Other											
6.7 TOTALS											
7. Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1 Issuer Obligations	30,382,863					30,382,863	96.75	20,213,841	95.26	30,382,863	
7.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
7.3 Defined											
7.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
7.5 Defined											
7.6 Other											
7.7 TOTALS	30,382,863					30,382,863	96.75	20,213,841	95.26	30,382,863	
8. Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1 Issuer Obligations											
8.7 TOTALS											
9. Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1 Issuer Obligations											
9.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
9.3 Defined											
9.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
9.5 Defined											
9.6 Other											
9.7 TOTALS											

SCHEDULE D - PART 1A - SECTION 2 (Continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Type and Subtype of Issues

	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
Distribution by Type											
10. Total Bonds Current Year											
10.1 Issuer Obligations	30,382,863	1,019,995				31,402,858	100.00	X X X	X X X	31,402,858	
10.2 Single Class Mortgage-Backed/Asset-Backed Securities								X X X	X X X		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
10.3 Defined								X X X	X X X		
10.4 Other								X X X	X X X		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
10.5 Defined								X X X	X X X		
10.6 Other								X X X	X X X		
10.7 TOTALS	30,382,863	1,019,995				31,402,858	100.00	X X X	X X X	31,402,858	
10.8 Line 10.7 as a % of Column 6	96.75	3.25				100.00	X X X	X X X	X X X	100.00	
11. Total Bonds Prior Year											
11.1 Issuer Obligations	20,213,841	1,005,792				X X X	X X X	21,219,633	100.00	21,219,633	
11.2 Single Class Mortgage-Backed/Asset-Backed Securities						X X X	X X X				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
11.3 Defined						X X X	X X X				
11.4 Other						X X X	X X X				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
11.5 Defined						X X X	X X X				
11.6 Other						X X X	X X X				
11.7 TOTALS	20,213,841	1,005,792				X X X	X X X	21,219,633	100.00	21,219,633	
11.8 Line 11.7 as a % of Column 8	95.26	4.74				X X X	X X X	100.00	X X X	100.00	
12. Total Publicly Traded Bonds											
12.1 Issuer Obligations	30,382,863	1,019,995				31,402,858	100.00	21,219,633	100.00	31,402,858	X X X
12.2 Single Class Mortgage-Backed/Asset-Backed Securities											X X X
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
12.3 Defined											X X X
12.4 Other											X X X
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
12.5 Defined											X X X
12.6 Other											X X X
12.7 TOTALS	30,382,863	1,019,995				31,402,858	100.00	21,219,633	100.00	31,402,858	X X X
12.8 Line 12.7 as a % of Column 6	96.75	3.25				100.00	X X X	X X X	X X X	100.00	X X X
12.9 Line 12.7 as a % of Line 10.7, Column 6, Section 10	96.75	3.25				100.00	X X X	X X X	X X X	100.00	X X X
13. Total Privately Placed Bonds											
13.1 Issuer Obligations										X X X	
13.2 Single Class Mortgage-Backed/Asset-Backed Securities										X X X	
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
13.3 Defined										X X X	
13.4 Other										X X X	
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
13.5 Defined										X X X	
13.6 Other										X X X	
13.7 TOTALS										X X X	
13.8 Line 13.7 as a % of Column 6							X X X	X X X	X X X	X X X	
13.9 Line 13.7 as a % of Line 10.7, Column 6, Section 10							X X X	X X X	X X X	X X X	

SCHEDULE DA - PART 2
Verification of SHORT-TERM INVESTMENTS Between Years

		1	2	3	4	5
		Total	Bonds	Mortgage Loans	Other Short-term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1.	Book/adjusted carrying value, December 31 of prior year	20,213,841	.....	.....	20,213,841	.....
2.	Cost of short-term investments acquired	97,540,888	.....	.....	97,540,888	.....
3.	Increase (decrease) by adjustment .....	.....	.....	.....	.....	.....
4.	Increase (decrease) by foreign exchange adjustment .....	.....	.....	.....	.....	.....
5.	Total profit (loss) on disposal of short-term investments .....	.....	.....	.....	.....	.....
6.	Consideration received on disposal of short-term investments	87,371,865	.....	.....	87,371,865	.....
7.	Book/adjusted carrying value, current year	30,382,863	.....	.....	30,382,863	.....
8.	Total valuation allowance .....	.....	.....	.....	.....	.....
9.	Subtotal (Lines 7 plus 8)	30,382,863	.....	.....	30,382,863	.....
10.	Total nonadmitted amounts .....	.....	.....	.....	.....	.....
11.	Statement value (Lines 9 minus 10)	30,382,863	.....	.....	30,382,863	.....
12.	Income collected during year	1,527,956	.....	.....	1,527,956	.....
13.	Income earned during year	1,620,879	.....	.....	1,620,879	.....

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

40	Schedule DB Part A Verification	NONE
40	Schedule DB Part B Verification	NONE
41	Schedule DB Part C Verification	NONE
41	Schedule DB Part D Verification	NONE
41	Schedule DB Part E Verification	NONE
42	Schedule DB Part F Sn 1 - Sum Replicated Assets	NONE
43	Schedule DB Part F Sn 2 - Recon Replicated Assets	NONE
44	Schedule S - Part 1 - Section 2	NONE

SCHEDULE S - PART 2

Reinsurance Recoverable on Paid and Unpaid Losses Listed by
Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Company	5 Location	6 Paid Losses	7 Unpaid Losses
Life and Annuity, Affiliates						
0199999 Total - Life and Annuity, Affiliates						
0399999 Totals - Life and Annuity						
Accident and Health, Non-Affiliates						
67105 ...	41-0451140 ...	01/01/2007	Reliastar Life Ins Co	Minneapolis, MN	461,301	
0599999 Total - Accident and Health, Non-Affiliates					461,301	
0699999 Totals - Accident and Health					461,301	
0799999 Totals - Life, Annuity and Accident and Health					461,301	

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	Outstanding Surplus Relief		12	13
									10	11		
NAIC Company Code	Federal ID Number	Effective Date	Name of Company	Location	Type	Premiums	Unearned Premiums (estimated)	Reserve Credit Taken Other than for Unearned Premiums	Current Year	Prior Year	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
Authorized General Account - Non-Affiliates												
67105 ...	41-0451140 ...	01/01/2006	RELIASTAR LIFE INS CO	Minneapolis, MN	SSL/L/I	494,662	.....	.....	.....	.....	.....	.....
0299999 Subtotal - Authorized General Account - Non-Affiliates						494,662	.....	.....	.....	.....	.....	.....
0399999 Total - Authorized General Account						494,662	.....	.....	.....	.....	.....	.....
0799999 Total - Authorized and Unauthorized General Account						494,662	.....	.....	.....	.....	.....	.....
1599999 Totals						494,662	.....	.....	.....	.....	.....	.....

SCHEDULE S - PART 4
Reinsurance Ceded To Unauthorized Companies

1	2	3	4	5	6	7	8	9	10	11	12	13	14
NAIC Company Code	Federal ID Number	Effective Date	Name of Reinsurer	Reserve Credit Taken	Paid and Unpaid Losses Recoverable (Debit)	Other Debits	Totals (Cols. 5 + 6 + 7)	Letters of Credit	Trust Agreements	Funds Deposited by and Withheld from Reinsurers	Other	Miscellaneous Balances (Credit)	Sum of Cols. 9+10+11+12+13 But Not in Excess of Col. 8
				NONE									
1199999 Totals (General Account and Separate Accounts combined) .....				.....	.....	.....	.....	.....	.....	.....	.....	.....	.....

SCHEDULE S - PART 5
Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

	1 2007	2 2006	3 2005	4 2004	5 2003
A. OPERATIONS ITEMS					
1. Premiums					
2. Title XVIII-Medicare	4	4			
3. Title XIX - Medicaid	490	572	513	440	283
4. Commissions and reinsurance expense allowance					
5. Total hospital and medical expenses	147,302	103,366	101,412	89,050	78,127
B. BALANCE SHEET ITEMS					
6. Premiums receivable					
7. Claims payable					
8. Reinsurance recoverable on paid losses	461	239	778	219	29
9. Experience rating refunds due or unpaid					
10. Commissions and reinsurance expense allowances unpaid					
11. Unauthorized reinsurance offset					
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
12. Funds deposited by and withheld from (F)					
13. Letters of credit (L)					
14. Trust agreements (T)					
15. Other (O)					

SCHEDULE S - PART 6
Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1 As Reported (net of ceded)	2 Restatement Adjustments	3 Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 10)	53,361,108		53,361,108
2. Accident and health premiums due and unpaid (Line 13)			
3. Amounts recoverable from reinsurers (Line 14.1)	461,301	(461,301)	
4. Net credit for ceded reinsurance	X X X	461,301	461,301
5. All other admitted assets (Balance)	723,252		723,252
6. Total assets (Line 26)	54,545,661		54,545,661
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1)	17,522,513		17,522,513
8. Accrued medical incentive pool and bonus payments (Line 2)	1,083,555		1,083,555
9. Premiums received in advance (Line 8)			
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 17)			
11. Reinsurance in unauthorized companies (Line 18)			
12. All other liabilities (Balance)	2,082,667		2,082,667
13. Total liabilities (Line 22)	20,688,735		20,688,735
14. Total capital and surplus (Line 31)	33,856,926	X X X	33,856,926
15. Total liabilities, capital and surplus (Line 32)	54,545,661		54,545,661
NET CREDIT FOR CEDED REINSURANCE			
16. Claims unpaid			
17. Accrued medical incentive pool			
18. Premiums received in advance			
19. Reinsurance recoverable on paid losses	461,301		
20. Other ceded reinsurance recoverables			
21. Total ceded reinsurance recoverables	461,301		
22. Premiums receivable			
23. Funds held under reinsurance treaties with authorized and unauthorized reinsurers ...			
24. Unauthorized reinsurance			
25. Other ceded reinsurance payables/offsets			
26. Total ceded reinsurance payables/offsets			
27. Total net credit for ceded reinsurance	461,301		

SCHEDULE T - PART 2
INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN
ALLOCATED BY STATES AND TERRITORIES

Direct Business only						
	1	2	3	4	5	6
States, Etc.	Life (Group and Individual)	Annuities (Group and Individual)	Disability Income (Group and Individual)	Long-Term Care (Group and Individual)	Deposit-Type Contracts	Totals
1. Alabama (AL)						
2. Alaska (AK)						
3. Arizona (AZ)						
4. Arkansas (AR)						
5. California (CA)						
6. Colorado (CO)						
7. Connecticut (CT)						
8. Delaware (DE)						
9. District of Columbia (DC)						
10. Florida (FL)						
11. Georgia (GA)						
12. Hawaii (HI)						
13. Idaho (ID)						
14. Illinois (IL)						
15. Indiana (IN)						
16. Iowa (IA)						
17. Kansas (KS)						
18. Kentucky (KY)						
19. Louisiana (LA)						
20. Maine (ME)						
21. Maryland (MD)						
22. Massachusetts (MA)						
23. Michigan (MI)						
24. Minnesota (MN)						
25. Mississippi (MS)						
26. Missouri (MO)						
27. Montana (MT)						
28. Nebraska (NE)						
29. Nevada (NV)						
30. New Hampshire (NH)						
31. New Jersey (NJ)						
32. New Mexico (NM)						
33. New York (NY)						
34. North Carolina (NC)						
35. North Dakota (ND)						
36. Ohio (OH)						
37. Oklahoma (OK)						
38. Oregon (OR)						
39. Pennsylvania (PA)						
40. Rhode Island (RI)						
41. South Carolina (SC)						
42. South Dakota (SD)						
43. Tennessee (TN)						
44. Texas (TX)						
45. Utah (UT)						
46. Vermont (VT)						
47. Virginia (VA)						
48. Washington (WA)						
49. West Virginia (WV)						
50. Wisconsin (WI)						
51. Wyoming (WY)						
52. American Samoa (AS)						
53. Guam (GU)						
54. Puerto Rico (PR)						
55. U.S. Virgin Islands (VI)						
56. Northern Mariana Islands (MP)						
57. Canada (CN)						
58. Aggregate other alien (OT)						
59. TOTALS						

NONE

SCHEDULE Y (Continued)
PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/(Disburse- ments) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
00000	38-2342286	Midwest Health Center, PC - Shared Services					840,000				840,000	
00000	38-2342286	Midwest Health Center, PC - Provider Agreements					3,706,614				3,706,614	
00000	38-2342286	Midwest Health Center, PC - IS Shared Services					761,775				761,775	
00000	38-3079378	Brookside Health Center, PC - Provider Agreements					321,279				321,279	
00000	38-3443779	SPS Woodbridge, LLC					589,165				589,165	
00000	38-2243830	Rick Poston, DO, P.C.					272,950				272,950	
95814	38-3123777	Midwest Health Plan Inc					(6,140,059)				(6,140,059)	
00000	38-2576638	Caprenter Medical Associates					192,000				192,000	
00000	38-3601410	Midwest-Livonia - Provider Agreements					26,276				26,276	
00000	38-3264451	Midwest-Woodbridge Health Center, PC					(70,000)				(70,000)	
00000	20-0262421	Midwest Health AKM, Inc					(500,000)				(500,000)	
9999999	Totals								X X X			

Schedule Y Part 2 Explanation:

SUPPLEMENTAL EXHIBITS AND SCHEDULES
INTERROGATORIES

Response

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING

1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?

Yes
2. Will an actuarial opinion be filed by March 1?

Yes
3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?

Yes
4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1?

Yes

APRIL FILING

5. Will Management's Discussion and Analysis be filed by April 1?

Yes
6. Will the Supplemental Investment Risks Interrogatories be filed by April 1?

Yes
7. Will the Accident and Health Policy Experience Exhibit be filed by April 1?

Yes

JUNE FILING

8. Will an audited financial report be filed by June 1?

Yes

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but it is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING

9. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?

No
10. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?

No
11. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?

No
12. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?

No
13. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?

No

APRIL FILING

14. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?

No
15. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?

No
16. Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?

No

Explanations:

Bar Codes:

Medicare Supplement Insurance Experience Exhibit



Health Life Supplement



Health Property / Casualty Supplement



Schedule SIS



Medicare Part D Coverage Supplement



LTC Experience Reporting Form C



Health Life Supplement - LHA Guaranty Association Reconciliation



Health Property / Casualty Supplement



STATEMENT OF REVENUE AND EXPENSES

	Current Year		Prior Year
	1	2	3
	Uncovered	Total	Total
0604. Management Fee Income - Related Party	X X X	500,000	829,195
0697. Summary of remaining write-ins for Line 6 (Line 0604 through 0696)	X X X	500,000	829,195

OVERFLOW PAGE FOR WRITE-INS

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1	2	3	4	5	6	7	8	9	10
		Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
0504. Management Fee Income - Related Party	Total									
..... 500,000	500,000	.....	.....	.....	.....	.....	.....	500,000	.....	X X X
0597. Summary of remaining write-ins for Line 5 (Lines 0504 through										
0596)	500,000	.....	.....	.....	.....	.....	.....	500,000	.....	X X X

OVERFLOW PAGE FOR WRITE-INS

UNDERWRITING AND INVESTMENT EXHIBIT
PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3	4	5
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses	General Administrative Expenses	Investment Expenses	Total
2504. 0
2597. Summary of overflow write-ins for Line 25



95814200736500000

Medicare Part D Coverage Supplement
(Net of Reinsurance)
(To be Filed By March 1)

NAIC Group Code: 0000

NAIC Company Code: 95814

		Individual Coverage		Group Coverage		5 Total Cash
		1	2	3	4	
		Insured	Uninsured	Insured	Uninsured	
1.	Premiums Collected					
1.1	Standard Coverage					
1.11	With Reinsurance Coverage		X X X		X X X	
1.12	Without Reinsurance Coverage		X X X		X X X	
1.13	Risk-Corridor Payment Adjustments		X X X		X X X	
1.2	Supplemental Benefits		X X X		X X X	
2.	Premiums Due and Uncollected - change					
2.1	Standard Coverage					
2.11	With Reinsurance Coverage		X X X		X X X	X X X
2.12	Without Reinsurance Coverage		X X X		X X X	X X X
2.2	Supplemental Benefits		X X X		X X X	X X X
3.	Unearned Premium and Advance Premium - change					
3.1	Standard Coverage					
3.11	With Reinsurance Coverage		X X X		X X X	X X X
3.12	Without Reinsurance Coverage		X X X		X X X	X X X
3.2	Supplemental Benefits		X X X		X X X	X X X
4.	Risk-Corridor Payment Adjustments - change					
4.1	Receivable		X X X		X X X	X X X
4.2	Payable		X X X		X X X	X X X
5.	Earned Premiums					
5.1	Standard Coverage					
5.11	With Reinsurance Coverage		X X X		X X X	X X X
5.12	Without Reinsurance Coverage		X X X		X X X	X X X
5.13	Risk-Corridor Payment Adjustments		X X X		X X X	X X X
5.2	Supplemental Benefits		X X X		X X X	X X X
6.	Total Premiums		X X X		X X X	
7.	Claims Paid					
7.1	Standard Coverage	N O N E				
7.11	With Reinsurance Coverage				X X X	
7.12	Without Reinsurance Coverage				X X X	
7.2	Supplemental Benefits				X X X	
8.	Claim Reserves and Liabilities - change					
8.1	Standard Coverage					
8.11	With Reinsurance Coverage		X X X		X X X	X X X
8.12	Without Reinsurance Coverage		X X X		X X X	X X X
8.2	Supplemental Benefits		X X X		X X X	X X X
9.	Healthcare Receivables - change					
9.1	Standard Coverage					
9.11	With Reinsurance Coverage		X X X		X X X	X X X
9.12	Without Reinsurance Coverage		X X X		X X X	X X X
9.2	Supplemental Benefits		X X X		X X X	X X X
10.	Claims Incurred					
10.1	Standard Coverage					
10.11	With Reinsurance Coverage		X X X		X X X	X X X
10.12	Without Reinsurance Coverage		X X X		X X X	X X X
10.2	Supplemental Benefits		X X X		X X X	X X X
11.	Total Claims		X X X		X X X	
12.	Reinsurance Coverage and Low Income Cost Sharing					
12.1	Claims Paid - net to reimbursements applied	X X X		X X X		
12.2	Reimbursements Received but Not Applied - change	X X X		X X X		
12.3	Reimbursements Receivable - change	X X X		X X X		X X X
12.4	Healthcare Receivables - change	X X X		X X X		X X X
13.	Aggregate Policy Reserves - change					X X X
14.	Expenses Paid		X X X		X X X	
15.	Expenses Incurred		X X X		X X X	X X X
16.	Underwriting Gain/Loss		X X X		X X X	X X X
17.	Cash Flow Results	X X X	X X X	X X X	X X X	

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